

# **SUPERLON<sup>®</sup>**

**SUPERLON HOLDINGS BERHAD**  
Registration No. 200601020659 (740412-X)  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Superlon Holdings Berhad (“**Superlon**” or the “**Company**”) will be held at Botanic Room, Botanic Resort Club, No. 1, Jalan Ambang Botanic, Bandar Botanic, 41200 Klang, Selangor on Wednesday, 25 September 2024 at 11.00 a.m. or immediately after the conclusion of the Eighteenth Annual General Meeting of Superlon scheduled to be held at the same venue on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

### **AGENDA**

#### **ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN SUPERLON (EXCLUDING TREASURY SHARES) (“SCHEME”) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME, FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF SUPERLON AND ITS SUBSIDIARIES (“SUPERLON GROUP” OR “GROUP”) (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED ESS”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Company’s constitution (“**Constitution**”), approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to:-

- (i) establish, implement and administer the Proposed ESS for the benefit of the eligible Directors and employees of Superlon Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation in the Proposed ESS (“**Eligible Person(s)**”) and to implement and administer the same in accordance with the by-laws governing the terms, rules and conditions of the Proposed ESS (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to shareholders of Superlon dated 22 August 2024 (“**Circular**”);
- (ii) allot and issue and/or procure the transfer of such number of new or existing ordinary shares in Superlon (“**Superlon Shares**” or “**Shares**”) (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of Superlon Shares to be allotted and issued and/or transferred pursuant to granting of Superlon Shares (“**Shares Grant**”) and/or options to subscribe for Superlon Shares (“**ESS Options**”) (collectively referred to as the “**Awards**”) to eligible Director(s) (including non-executive Directors) and eligible employees of Superlon Group in relation to the Proposed ESS shall not exceed 10% in aggregate of the total number of issued Shares (excluding treasury shares) at any point in time throughout the duration of the Scheme;
- (iii) appoint and authorise a committee (“**ESS Committee**”) by which the Proposed ESS will be administered in accordance with the By-Laws by the said ESS Committee, who will be responsible for, amongst others, implementing and administering the Proposed ESS. The members of the ESS Committee shall comprise such number of Directors and/or senior management personnel of Superlon Group to be identified from time to time;

- (iv) make the necessary application, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for permission to deal in and for the listing and quotation of the new Superlon Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (v) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws;

**THAT** the Superlon Shares to be allotted and issued and/or transferred from treasury shares (as the case may be) upon the vesting of the Shares Grant and/or upon exercise of the ESS Options pursuant to the Awards shall, upon allotment and issuance and/or transfer from treasury shares (as the case may be), rank equally in all respects with the existing Superlon Shares, save and except that the said Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment or transfer of the said Shares;

**THAT** pursuant to Section 85 of the Companies Act, 2016 ("**Act**") read together with Clause 10 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Superlon Shares ranking equally to the existing issued Superlon Shares arising from any issuance of the Awards pursuant to the Proposed ESS be and is hereby noted and waived;

**AND THAT** the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), be and is hereby approved and adopted and the Board be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem fit, necessary, expedient and/or appropriate to implement and give full effect to complete the Proposed ESS including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit, necessary, expedient and/or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed ESS."

#### **ORDINARY RESOLUTIONS 2 TO 9**

#### **PROPOSED ALLOCATION OF AWARDS TO THE ELIGIBLE DIRECTORS OF SUPERLON PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION")**

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to each of the Directors such number of Awards to be granted under the Proposed ESS as stated below, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws.

<b>Name (Designation)</b>	<b>Proposed Allocation</b>	<b>Ordinary Resolution</b>
Liu Lee, Hsiu-Lin (Also Known As Jessica Hsiu-Lin Liu) (Managing Director and Chief Executive Officer)	Not more than 10.0% of the total Awards granted	Ordinary Resolution 2
Liu Han-Chao (Executive Director)	Not more than 10.0% of the total Awards granted	Ordinary Resolution 3
Liu Jeremy (Executive Director)	Not more than 10.0% of the total Awards granted	Ordinary Resolution 4

<b>Name (Designation)</b>	<b>Proposed Allocation</b>	<b>Ordinary Resolution</b>
Ongi Cheng San (Executive Director)	Not more than 10.0% of the total Awards granted	Ordinary Resolution 5
Lee Mei Hsiang (Independent Non-Executive Director)	Not more than 0.5% of the total Awards granted	Ordinary Resolution 6
Lin, Po-Chih (Independent Non-Executive Director)	Not more than 0.5% of the total Awards granted	Ordinary Resolution 7
Lim Wai Loong (Independent Non-Executive Director)	Not more than 0.5% of the total Awards granted	Ordinary Resolution 8
Chun Kwong Pong (Non-Independent Non-Executive Chairman)	Not more than 0.5% of the total Awards granted	Ordinary Resolution 9

**AND THAT** pursuant to Section 85 of the Act read together with Clause 10 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Superlon Shares ranking equally to the existing issued Superlon Shares arising from any issuance of the Awards pursuant to the Proposed Allocation is hereby noted and waived.”

By order of the Board

**NG MEI WAN**

(SSM Practicing Certificate No.: 201908000801) (MIA Member No.: 28862)  
Company Secretary

Kuala Lumpur  
22 August 2024

## NOTES:

1. Only depositors whose names appear in the Record of Depositors as at 17 September 2024 shall be regarded as members and be entitled to attend, participate, speak and vote at the Extraordinary General Meeting.
2. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised. Any alterations in the Form of Proxy must be initialed by the member.
6. In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronic lodgement via TIIH Online website at <https://tiih.online> not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of Extraordinary General Meeting to vote by way of poll. For electronic lodgement please refer to the Administrative Guide of Extraordinary General Meeting.